

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., et al.,)	Case No. 15-01145 (ABG)
)	
Debtors. ¹)	(Jointly Administered)
)	

**DECLARATION OF EDWARD E. FILUSCH IN SUPPORT OF
MOTION FOR LEAVE TO APPEAL AND PETITION FOR MANDAMUS**

I, Edward E. Filusch, hereby declare under penalty of perjury:

I am a member of the law firm Kasowitz, Benson, Torres & Friedman LLP, located at 1633 Broadway, New York, New York, 10019, attorneys for David Bonderman and Kelvin Davis. I am an attorney duly admitted to practice law in the State of New York and the State of New Jersey, and I have been admitted *pro hac vice* in the United States Bankruptcy Court for the Northern District of Illinois. There are no disciplinary proceedings pending against me.

1. Attached hereto as Exhibit 1 is a true and correct copy of the *Order Granting in Part Official Committee of Second Priority Noteholders' Amended Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas* [Doc. 4925].²

¹ A complete list of the above-captioned debtors and the last four digits of their tax identification numbers may be found at <https://cases.primeclerk.com/CEOC>.

² Unless otherwise indicated, all citations to a docket are to the docket in *In re Caesars Entertainment Operating Co., Inc.*, Case No. 15-01145 (Bankr. N.D. Ill.) (the "Bankruptcy Case").

2. Attached hereto as Exhibit 2 is a true and correct copy of the *Transcript of Proceedings before the Hon. A. Benjamin Goldgar*, September 14, 2016, *In re Caesars Entertainment Operating Co., Inc.*, Case No. 15-01145 (Bankr. N.D. Ill.).

3. Attached hereto as Exhibit 3 is a true and correct copy of the *Disclosure Statement for the Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*, June 28, 2016 [Docket No. 4220-1].

4. Attached hereto as Exhibit 4 is a true and correct copy of an excerpt of a March 23, 2016 Kirkland & Ellis LLP presentation entitled "Assessment of Estate Claims Presentation to the Governance Committee of the Board of Directors of Caesars Entertainment Operating Company, Inc." (attached as Exhibit N to the August 31, 2016 *Declaration of Sevan Ogulluk in Support of Official Committee of Second Priority Noteholders' Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, and to Transfer the Motion under Rule 45(f)* [Docket No. 4792-18] (the "Ogulluk Decl.").

5. Attached hereto as Exhibit 5 is a true and correct copy of the resignation letter of Mediator Hon. Joseph J. Farnan, Jr., dated September 9, 2016 [Docket No. 4885-1].

6. Attached hereto as Exhibit 6 is a true and correct copy of the Official Committee of Second Priority Noteholders' June 28, 2016 *Subpoena to Produce Documents, Information, or Objects or to Permit Inspection of Premises in a Bankruptcy Case (or Adversary Proceeding)*, addressed to Marc Rowan.³

³ This subpoena is exemplary of all subpoenas that were the subject of the Official Committee of Second Priority Noteholders' motion to compel.

7. Attached hereto as Exhibit 7 is a true and correct copy of the *Responses and Objections of Marc Rowan to the Official Committee of Second Priority Noteholders' Request for Production of Documents*, dated July 12, 2016.⁴

8. Attached hereto as Exhibit 8 is a true and correct copy of the *Declaration of Garret Ordower in support of the Opposition of Marc J. Rowan and David Sambur to the Official Committee of Second Priority Noteholders' Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas*, dated September 7, 2016 [Docket No. 4848].

9. Attached hereto as Exhibit 9 is a true and correct copy of the *Transcript of Proceedings before the Hon. A. Benjamin Goldgar*, August 25, 2016, *In re Caesars Entertainment Operating Co., Inc.*, Case No. 15-01145 (Bankr. N.D. Ill.).

10. Attached hereto as Exhibit 10 is a true and correct copy of the *Transcript of Proceedings before the Hon. A. Benjamin Goldgar*, June 7, 2016, *In re Caesars Entertainment Operating Co., Inc.*, Case No. 15-01145 (Bankr. N.D. Ill.).

11. Attached hereto as Exhibit 11 is a true and correct copy of the *Transcript of All Motions on the Calendar, In re Fontainebleau Las Vegas Holdings LLC*, Case No. 1:09-BK-21481 (Bankr. S.D. Fla. Aug. 6, 2014) (attached as Exhibit Q to the Ogulluk Decl. [Docket No. 4792-21]).

12. Attached hereto as Exhibit 12 is a true and correct copy of the Official Committee of Second Priority Noteholders' August 19, 2019 *Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, and to Transfer the Motion under Rule*

⁴ This response is exemplary of all responses and objections served by the Individuals on the Official Committee of Second Priority Noteholders' motion to compel.

45(f), Case No. 16-00417 (MEW) (S.D.N.Y.), docketed in the Bankruptcy Case on August 31, 2016 [Docket No. 4792].

13. Attached hereto as Exhibit 13 is a true and correct copy of the Order Granting Official Committee of Second Priority Noteholders' *Motion to Transfer*, Case No. 16-00417 (MEW) (S.D.N.Y.), docketed in the Bankruptcy Case on August 31, 2016 [Docket No. 4791].

14. Attached hereto as Exhibit 14 is a true and correct copy of the *Transcript of Proceedings before the Hon. A. Benjamin Goldgar*, August 17, 2016, *In re Caesars Entertainment Operating Co., Inc.*, Case No. 15-01145 (Bankr. N.D. Ill.).

15. Attached hereto as Exhibit 15 is a true and correct copy of the *Memorandum in Support of Chapter 11 Petitions*, January 15, 2015 [Docket No. 4].

16. Attached hereto as Exhibit 16 is a true and correct copy of the *Voluntary Petition*, January 15, 2015 [Docket No. 1].

17. Attached hereto as Exhibit 17 is a true and correct copy of the *Order (A) Approving the Confirmation Schedule and (B) Granting Related Relief* [Docket No. 4151].

18. Exhibit 18 is a true and correct copy of the *Final Report of Examiner*, Richard J. Davis, May 16, 2016 [Docket No. 3720], which is not attached hereto due to its size, but is available at: <https://cases.primeclerk.com/CEOC/Home-DocketInfo?DockSearchValue=3720>

19. Attached hereto as Exhibit 19 is a true and correct copy of the Official Committee of Second Priority Noteholders' *Amended Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas* [Docket No. 4796] (the "Amended Motion").

20. Attached hereto as Exhibit 20 is a true and correct copy of the Opposition of Marc J. Rowan and David B. to the Amended Motion, dated September 7, 2016 [Docket No. 4846].

21. Attached hereto as Exhibit 21 is a true and correct copy of the Opposition of David Bonderman and Kelvin Davis to the Amended Motion, dated September 7, 2016 [Docket No. 4853].

22. Attached hereto as Exhibit 22 is a true and correct copy of the Opposition of Gary Loveman and Eric Hession to the Amended Motion, dated September 7, 2016 [Docket No. 4855].

23. Attached hereto as Exhibit 23 is a true and correct copy of the Omnibus Reply of the Official Committee of Second Priority Noteholders in support of the Amended Motion, dated September 12, 2016 [Docket No. 4890].

24. Attached hereto as Exhibit 24 is a true and correct copy of a February 2, 2016 Kirkland & Ellis LLP presentation entitled “Interim Litigation Claims Assessment Presentation to the Governance Committee of the Board of Directors of Caesars Entertainment Operating Company, Inc.” (attached as Exhibit M to the Ogulluk Decl. [Docket No. 4792-17]).

25. Attached hereto as Exhibit 25 is a true and correct copy of the *Agreed Protective Order* [Docket No. 1575-1].

26. Attached hereto as Exhibit 26 is a true and correct copy of the *Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*, June 28, 2016 [Docket No. 4218-1].

27. Attached hereto as Exhibit 27 is a true and correct copy of the *Statement* of Hon. A. Benjamin Goldgar, September 19, 2016 [Docket No. 4999].

28. Attached hereto as Exhibit 28 is a true and correct copy of the *Debtors’ Motion for Entry of an Order (I) Approving Settlement By and Among Debtor Boardwalk Regency*

Corporation and Pier Renaissance LP, Barton I. Blatstein, and Tower Investments, Inc., and (II) Granting Related Relief [Docket No. 1115].

29. Attached hereto as Exhibit 29 is a true and correct copy of the *Order (I) Approving Settlement By and Among Debtor Boardwalk Regency Corporation and Pier Renaissance LP, Barton I. Blatstein, and Tower Investments, Inc., and (II) Granting Related Relief* [Docket No. 1321].

30. Attached hereto as Exhibit 30 is a true and correct copy of the *Debtors' Motion for Entry of an Order (A) Approving Settlement By and Between Debtor Desert Palace, Inc. and the U.S. Department of the Treasury Financial Crimes Enforcement Network and (B) Granting Related Relief* [Docket No. 2375].

31. Attached hereto as Exhibit 31 is a true and correct copy of the *Order Approving Settlement By and Between Debtor Desert Palace, Inc. and the U.S. Department of the Treasury Financial Crimes Enforcement Network* [Docket No. 2454].

32. Attached hereto as Exhibit 32 is a true and correct copy of the *Debtors' Motion for Entry of an Order Approving Settlement by and among Debtor Caesars Entertainment Operating Company, Inc., Caesars Entertainment Corporation, and the Hilton Parties* [Docket No. 4081].

33. Attached hereto as Exhibit 33 is a true and correct copy of the *Order Approving Settlement by and among Debtor Caesars Entertainment Operating Company, Inc., Caesars Entertainment Corporation, and the Hilton Parties* [Docket No. 4398].

34. Attached hereto as Exhibit 34 is a true and correct copy of the *Debtors' Motion for Entry of an Order Approving Settlement By And Between Debtor Caesars Entertainment Operating Company, Inc. and Park Hotel & Resorts Inc.* [Docket No. 4637].

35. Attached hereto as Exhibit 35 is a true and correct copy of the *Order Approving Settlement By And Between Debtor Caesars Entertainment Operating Company, Inc. and Park Hotel & Resorts Inc.* [Docket No. 4983].

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 19, 2016
New York, New York

Respectfully,

/s/ Edward E. Filusch
Edward E. Filusch (*pro hac vice*)